

EXHIBIT A

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

ASHINC Corporation, et al.,

Debtor.

Chapter 11

Case No. 12-11564 (CSS)

(Jointly Administered)

CATHERINE E. YOUNGMAN, LITIGATION TRUSTEE
FOR ASHINC CORPORATION, ET AL., AS
SUCCESSOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ASHINC
CORPORATION, AND ITS AFFILIATED DEBTORS,

Plaintiff,

v.

YUCAIPA AMERICAN ALLIANCE FUND I, LLC,
YUCAIPA AMERICAN MANAGEMENT, LLC,
AMERICAN AIRLINES MASTER FIXED BENEFIT
PENSION PLAN TRUST, AMERICAN PRIVATE
EQUITY PARTNERS II, LP, AUTOMOTIVE
MACHINISTS PENSION TRUST, BOARD OF FIRE
AND POLICE PENSION COMMISSIONERS OF THE
CITY OF LOS ANGELES, CALIFORNIA PUBLIC
EMPLOYEES' RETIREMENT SYSTEM,
CARPENTERS PENSION TRUST FUND FOR
NORTHERN CALIFORNIA, COLLER PARTNERS 702
LP INCORPORATED, CLOUSE S.A.,
CONSOLIDATED RETIREMENT FUND, IAM
PRIVATE EQUITY, LLC, ILGWU DEATH BENEFIT
FUND 4, INTERNATIONAL SIF SICAV SA, LOCALS
302 & 612 OF THE INTERNATIONAL UNION OF
OPERATING ENGINEERS – EMPLOYERS
CONSTRUCTION INDUSTRY RETIREMENT TRUST,
LOS ANGELES CITY EMPLOYEES' RETIREMENT
SYSTEM, NATIONAL RETIREMENT FUND, NEW
MEXICO STATE INVESTMENT COUNCIL, NEW
MEXICO STATE INVESTMENT COUNCIL LAND
GRANT PERMANENT FUND, NEW MEXICO STATE
INVESTMENT COUNCIL SEVERANCE TAX
PERMANENT FUND, NEW YORK CITY
EMPLOYEES' RETIREMENT SYSTEM, NEW YORK

Adv. Pro. No. 21-51179 (CSS)

CITY FIRE DEPARTMENT PENSION FUND, NEW YORK CITY POLICE PENSION FUND, NORTHEAST CARPENTERS PENSION FUND, PACIFIC COAST ROOFERS PENSION PLAN, SANBA II INVESTMENT AUTHORITY, STATE STREET BANK AND TRUST COMPANY (AS TRUSTEE ON BEHALF OF AMERICAN AIRLINES MASTER FIXED BENEFIT PENSION PLAN TRUST); STEAMSHIP TRADE ASSOCIATION OF BALTIMORE, INC. – INTERNATIONAL LONGSHOREMEN'S ASSOCIATION (AFL- CIO) PENSION FUND, TEACHERS' RETIREMENT SYSTEM OF THE CITY OF NEW YORK, UNITED FOOD AND COMMERCIAL WORKERS INTERNATIONAL UNION PENSION PLAN FOR EMPLOYEES, WESTERN CONFERENCE OF TEAMSTERS PENSION TRUST

Defendants.

ORDER GRANTING LIMITED PARTNER DEFENDANTS' MOTION TO DISMISS THE ADVERSARY COMPLAINT

Upon the LP Defendants' motion to dismiss the Adversary Proceeding pursuant to Rules 9(b), 12(b)(1), 12(b)(2), and 12(b)(6) of the Federal Rules of Civil Procedure, made applicable to this proceeding by Rules 7009 and 7012 of the Federal Rules of Bankruptcy Procedure; any objections, responses, or replies thereto, and the arguments of counsel, if any; and it appearing that this Court has jurisdiction over this matter; and it appearing that due and adequate notice of the Motion was provided; and it further appearing that grounds exist to grant the relief requested in the Motion:

IT IS HEREBY ORDERED THAT,

1. The Motion is GRANTED.
2. All claims and counts asserted against the LP Defendants in the Complaint are dismissed with prejudice.